

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
EASTERN DIVISION

In re

FORESIGHT ENERGY LP, et al.,¹

Debtors.

Chapter 11

Case No. 20-41308-659

Jointly Administered

VERIFIED STATEMENT PURSUANT TO BANKRUPTCY RULE 2019

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), certain unaffiliated beneficial holders, or investment advisors or managers of beneficial holders (the “Ad Hoc First Lien Group”) of certain indebtedness of Foresight Energy LP and its affiliated debtors and debtors in possession (collectively, the “Debtors”), namely, (i) the First Lien Debt² and (ii) the Second Lien Debt, by and through their undersigned counsel, hereby submit this verified statement (the “Verified Statement”), and respectfully state as follows.

1. The Ad Hoc First Lien Group engaged Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) on October 4, 2019 and Thompson Coburn LLP (“Thompson Coburn”) on January 30, 2020, to represent it in connection with a potential restructuring of the Debtors.

¹ The Debtors in these cases are each incorporated or organized in the state of Delaware, and along with the last four digits of each Debtor’s federal tax identification number (or SEC filing number if unavailable), are: Foresight Energy LP (8894); Foresight Energy GP LLC (8332); Foresight Energy LLC (7685); Foresight Energy Employee Services Corporation (7023); Foresight Energy Services LLC (6204); Foresight Receivables LLC (2250); Sugar Camp Energy, LLC (8049); Macoupin Energy LLC (9005); Williamson Energy, LLC (9143); Foresight Coal Sales LLC (8620); Tanner Energy LLC (0409); Sitran LLC (9962); Seneca Rebuild LLC (0958); Oeneus LLC (6007); Adena Resources, LLC (4649); Hillsboro Transport LLC (6881); American Century Transport LLC (SEC No. 5786); Akin Energy LLC (1648); American Century Mineral LLC (SEC No. 5788); Foresight Energy Finance Corporation (5321); Foresight Energy Labor LLC (4176); Viking Mining LLC (4981); M-Class Mining, LLC (5272); MaRyan Mining LLC (7085); Mach Mining, LLC (4826); Logan Mining LLC (2361); LD Labor Company LLC (8454); Coal Field Repair Services LLC (9179); Coal Field Construction Company LLC (5694); Hillsboro Energy LLC (1639); and Patton Mining LLC (7251). The address of the Debtors’ corporate headquarters is One Metropolitan Square, 211 North Broadway, Suite 2600, St. Louis, Missouri 63102.

² All capitalized terms used but not defined herein have the meaning ascribed in Exhibit A attached hereto.

2. As of the date of this Verified Statement, Akin Gump and Thompson Coburn represent only the Ad Hoc First Lien Group. Akin Gump and Thompson Coburn do not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases. Akin Gump and Thompson Coburn do not represent the Ad Hoc First Lien Group as a "committee" (as such term is employed in the Bankruptcy Code and Bankruptcy Rules) and do not undertake to represent the interests of, and are not fiduciaries for, any creditor, party in interest or other entity that has not signed a retention agreement with Akin Gump and/or Thompson Coburn. In addition, the Ad Hoc First Lien Group does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

3. Akin Gump and Thompson Coburn have been advised by members of the Ad Hoc First Lien Group that the individual members of the Ad Hoc First Lien Group either hold claims or manage accounts that hold claims against the Debtors' estates. In accordance with Bankruptcy Rule 2019, a list of the names, addresses and the "nature and amount of all disclosable economic interests" held in relation to the Debtors by each member of the Ad Hoc First Lien Group as represented to Akin Gump and Thompson Coburn is attached hereto as Exhibit A.

4. The information set forth in Exhibit A, which is based on information provided by the applicable members of the Ad Hoc First Lien Group, is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other purpose. Akin Gump and Thompson Coburn do not make any representation regarding the validity, amount, allowance or priority of such claims and reserves all rights with respect thereto. Akin Gump or Thompson Coburn do not own, nor has Akin Gump or Thompson Coburn ever owned, any claims against or interests in the Debtors except for claims for services rendered to the Ad Hoc First Lien Group.

5. Nothing contained in this Verified Statement (or the exhibit hereto) should be construed as a limitation upon, or waiver of, any rights of any member of the Ad Hoc First Lien Group to assert, file and/or amend their claims in accordance with applicable law and any orders entered in these chapter 11 cases.

6. Akin Gump and Thompson Coburn reserve the right to amend and/or supplement this Verified Statement in accordance with the requirements set forth in Bankruptcy Rule 2019.

Dated: St. Louis, Missouri
April 2, 2020

By: /s/ Mark V. Bossi
Mark V. Bossi
THOMPSON COBURN LLP
One US Bank Plaza
St. Louis, MO 63101
(314) 552-6000 (Telephone)
(314) 552-7000 (Facsimile)

--and--

Ira S. Dizengoff (admitted *pro hac vice*)
 Brad Kahn (admitted *pro hac vice*)
 Zachary D. Lanier (admitted *pro hac vice*)
 AKIN GUMP STRAUSS HAUER & FELD LLP
 One Bryant Park
 New York, New York 10036
 (212) 872-1000 (Telephone)
 (212) 872-1002 (Facsimile)

--and--

James Savin (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
Robert S. Strauss Tower
2001 K Street, NW
Washington, DC 20006
(202) 887-4000 (Telephone)
(202) 887-4288 (Facsimile)

Counsel to the Ad Hoc First Lien Group

Certificate of Service

I, the undersigned, hereby certify that a copy of the foregoing was served on all counsel of record by the Court's CM/ECF system on April 2, 2020.

/s/ Mark V. Bossi

Exhibit A

Ad Hoc First Lien Group

Exhibit A

Name¹	Address	Nature and Amount of Disclosable Economic Interest²
Benefit Street Partners LLC	9 West 57 th Street, Suite 4920 New York, NY 10019	\$112,665,323.67 of First Lien Debt ³
DoubleLine Capital LP	333 South Grand Avenue, 18 th Floor Los Angeles, CA 90071	\$38,003,347.68 of First Lien Debt \$14,828,000.00 of Second Lien Debt ⁴
GoldenTree Asset Management LP	300 Park Avenue, 21 st Floor New York, NY 10022	\$187,816,110.85 of First Lien Debt \$49,681,000.00 of Second Lien Debt
Ivy Investment Management Company	6300 Lamar Ave. Overland Park, KS 66202	\$55,090,550.04 of First Lien Debt
KKR Credit Advisors (US) LLC	555 California St., 50 th Floor San Francisco, CA 94104	\$84,726,233.58 of First Lien Debt \$39,020,000.00 of Second Lien Debt

¹ The members of the Ad Hoc First Lien Group are listed here either (i) as entities that hold disclosable economic interests directly or (ii) on behalf of certain of their affiliates or affiliated investment funds or investment funds, accounts, vehicles or other entities that hold disclosable economic interests that are managed, advised or sub-advised by the members of the Ad Hoc First Lien Group.

² This Verified Statement reflects the nature and amount of disclosable economic interest in the Debtors held by members of the Ad Hoc First Lien Group as disclosed to Akin Gump and Thompson Coburn.

³ “First Lien Debt” means the term loans and revolving loans advanced under that certain Credit and Guaranty Agreement, dated as of March 28, 2017, by and among Foresight Energy LLC, as the borrower, and guaranteed by certain of the Debtors’ direct and indirect subsidiaries.

⁴ “Second Lien Debt” means the 11.50% Second Lien Senior Secured Notes due 2023 issued by Foresight Energy LLC and Foresight Energy Finance Corporation and guaranteed by certain of the Debtors’ direct and indirect subsidiaries under that certain Indenture dated as of March 28, 2017.